

**Amendments to and Listing of the Claims:**

Please amend claims 1 and 5 to read as follows, with the changes as shown:

Claim 1 (Currently amended) A method of manufacturing a thermoformable composite panel comprising:

forming a first lower panel having a peripheral lip and a plurality of raised projections, wherein each projection defines a ~~defining~~ coplanar surfaces,

forming a second upper panel having a substantially planar surface and a peripheral lip, wherein the peripheral lip of the first panel is configured to fit snugly against and within the peripheral lip of the second panel;

applying an adhesive to ~~at least~~ the coplanar surfaces of the first panel and joining the peripheral lip of the first panel and the peripheral lip of the second panel; and

securing the second panel to the first panel such that the coplanar surfaces are adhered to the upper panel and the peripheral lips remain in substantial proximity to form the composite panel.

Claim 2 (Previously presented) The method of claim 1, wherein the raised projections are a plurality of convolutions.

Claim 3 (Previously presented) The method of claim 1, wherein the raised projections are a plurality of frusto-conical projections.

Claim 4 (Previously presented) The method of claim 1, wherein the raised projections are triangles arranged in a closed X pattern.

Claim 5 (Currently amended) The method of claim 1, wherein the first panel comprises a second plurality of elongate projections having sides extending from the lower panel, wherein the sides are tapered, wherein the second plurality of elongate projections ~~having~~ has a uniform height less than a height of the plurality of raised projections.

Claim 6 -19 (canceled).

Claim 20 (Previously presented) The method of claim 1, wherein the composite panel is selected from the group consisting of a tonneau cover, a vehicle floorboard, a door panel and a roof panel.

Claim 21 (Previously presented) The method of claim 20, wherein the composite panel is a tonneau cover.

Claim 22 and 23 (canceled).

Claim 24 (Previously presented) The method of claim 1, wherein the peripheral lip of the upper panel and the peripheral lip of the lower panel form a downturned edge.

Claim 25 (canceled).

Claim 26 (New) A method of manufacturing a thermoformable composite panel comprising:

forming a first lower panel having a peripheral lip and a plurality of raised projections, wherein each projection defines a coplanar surfaces,

forming a second upper panel having a substantially planar surface and a peripheral lip, wherein the peripheral lip of the first panel is configured to fit snugly against and within the peripheral lip of the second panel;

applying an adhesive to the coplanar surfaces of the first panel and joining the peripheral lip of the first panel and the peripheral lip of the second panel, wherein adhesive is applied to the peripheral lip of the first panel and the peripheral lip of the second panel; and

securing the second panel to the first panel such that the coplanar surfaces are adhered to the upper panel and the peripheral lips remain in substantial proximity to form the composite panel,

wherein the composite panel is selected from the group consisting of a tonneau cover, a vehicle floorboard, a door panel and a roof panel.

Claim 26 (New) The method of claim 26, wherein the raised projections are a plurality of convolutions.

Claim 27 (New) The method of claim 26, wherein the raised projections are a plurality of frusto-conical projections.

Claim 28 (New) The method of claim 26, wherein the raised projections are triangles arranged in a closed X pattern.

Claim 29 (New) The method of claim 26, wherein the first panel comprises a second plurality of elongate projections having sides extending from the lower panel, wherein the sides are tapered, wherein the second plurality of elongate projections has a uniform height less than a height of the plurality of raised projections.

Claim 30 (New) The method of claim 26, wherein the composite panel is a tonneau cover.

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Claim 31 (New) The method of claim 26, wherein the peripheral lip of the upper panel and the peripheral lip of the lower panel form a downturned edge.